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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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SECOND JOINT STIPULATION AND AGREED ORDER (I) ADJOURNING HEARING
ON DEBTORS' SEVENTEENTH OMNIBUS CLAIMS OBJECTION WITH
RESPECT TO PROOF OF CLAIM NUMBER 10707 AND (II) REDUCING
AND CAPPING PROOF OF CLAIM NUMBER 10707
(TYCO ELECTRONICS CORPORATION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Tyco Electronics Corporation ("TE") respectfully submit this Second Joint Stipulation And Agreed Order (i) Adjourning Hearing On Debtors' Seventeenth Omnibus Claims Objection With Respect To Proof Of Claim Number 10707 And (ii) Reducing And Capping Proof Of Claim Number 10707 (Tyco Electronics Corporation) and agree and state as follows:

WHEREAS, on October 8, 2005 ("Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, the Debtors and TE entered into a letter agreement dated as of May 10, 2006 (the "Agreement"), pursuant to which the Debtors and TE agreed, among other things, that (i) the Debtors would assume, pursuant to section 365 of the Bankruptcy Code, a number of executory contracts between the Debtors and TE and (ii) TE would receive a cure payment of \$8,342,041.00 (the "Cure Payment") to be paid in three installments.

WHEREAS, TE filed proof of claim number 10707 against Delphi on July 26, 2006, which asserts an unsecured non-priority claim in the amount of \$12,731,160.31 (the "Claim") stemming from goods delivered prior to the Petition Date.

WHEREAS, on May 23, 2006, June 30, 2006, and September 30, 2006, the Debtors paid TE \$2,780,680.34, \$2,780,680.33, and \$2,780,680.33, respectively, in full and complete satisfaction of the Cure Payment.

WHEREAS, the Debtors objected to the Claim pursuant to the Debtors'

Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection"), which was filed on June 15, 2007.

WHEREAS, the deadline to file a response to the Seventeenth Omnibus Claims Objection was July 12, 2007 and the hearing on the Seventeenth Omnibus Claims Objection was scheduled for July 19, 2007.

WHEREAS, TE and the Debtors previously executed a Joint Stipulation And Agreed Order (i) Adjourning Hearing On Debtors' Seventeenth Omnibus Claims Objection With Respect To Proof Of Claim Number 10707 And (ii) Reducing And Capping Proof Of Claim Number 10707 (Tyco Electronics Corporation), pursuant to which TE and the Debtors agreed to (i) adjourn the hearing on the Seventeenth Omnibus Claims Objection with respect to the Claim to August 16, 2007, (ii) extend the deadline by which TE must file a response to the Seventeenth Omnibus Claims Objection to August 14, 2007 at 4:00 p.m. (prevailing Eastern time), and (iii) reduce and cap the amount of the Claim at \$4,389,119.31.

WHEREAS, TE and the Debtors have agreed to further adjourn the hearing on the Seventeenth Omnibus Claims Objection with respect to the Claim to September 27, 2007, further extend the deadline by which TE must file a response to the Seventeenth Omnibus Claims Objection to August 28, 2007 at 4:00 p.m. (prevailing Eastern time), and (iii) further reduce and cap the amount of the Claim at \$2,997,056.91.

THEREFORE, the Debtors and TE stipulate and agree as follows:

1. The hearing on the Seventeenth Omnibus Claims Objection with respect to the Claim shall be adjourned to September 27, 2007.
2. The deadline for TE to file a response to the Seventeenth Omnibus Claims Objection shall be August 28, 2007 at 4:00 p.m. (prevailing Eastern time).
3. The Claim shall be reduced and capped such that in no event shall the Claim be allowed in an amount exceeding \$2,997,056.91.
4. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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